



**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*

RECEIVED  
FEB 11 2003  
MAIL  
MANAGEMENT  
STB

February 3, 2003

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

RECORDATION NO. 22585-B

FEB 11 '03 11-34 AM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of March 20, 2002, between the following parties:

Assignee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Assignor: Joseph Transportation, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (115) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 20, 2002, related to one hundred fifteen (115) railcars bearing reporting marks DJJX 19000-19192, non-inclusive.

Please file this as a secondary document under the Recordation Number 22585-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22585 and 22585-A..

The filing fee for this document in the amount of \$30.00 is included on the enclosed check in the amount of \$180.00. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard  
Documentation Coordinator

Enclosures

**MEMORANDUM OF  
ASSIGNMENT, ASSUMPTION AND AMENDMENT AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT, ASSUMPTION AND AMENDMENT AGREEMENT** ("Memorandum") dated this 20<sup>th</sup> day of March, 2002, is intended to evidence the Assignment, Assumption and Amendment Agreement dated as of March 20, 2002 (the "Assignment Agreement"), entered into among **JOSEPH TRANSPORTATION, INC.**, a Delaware corporation ("Assignor"), **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignee"), and **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Assignee has the right to use the one hundred fifteen (115) railcars described in Exhibit A attached hereto (the "Units"). Assignee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the lease between The David J. Joseph Company (subsequently Joseph Transportation, Inc.), as lessee, and DJJ Leasing Ltd. (subsequently Joseph Leasing Ltd.), as lessor, dated October 11, 1999, as amended June 7, 2000 and further amended under the Assignment Agreement dated March 20, 2002 (the "Lease").

**IN WITNESS WHEREOF**, Assignor, Assignee and Lessor, each pursuant to due corporate authority, has executed this Memorandum of Assignment, Assumption and Amendment Agreement on the date indicated below its signature.

**JOSEPH TRANSPORTATION, INC.**

By: 

Name: Paul G. Jantsch

Title: President

Date: March 20, 2002

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: EVP & CFO

Date: March 20, 2002

**JOSEPH LEASING LTD.**

By: 

Name: Peter J. Dess

Title: Management Committee Member

Date: 4/12/02

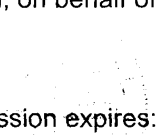
**RECORDED** 22585-B **FILED**

**FEB 11 '03 11-34AM**

**SURFACE TRANSPORTATION BOARD**

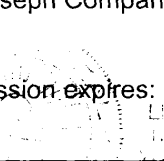
STATE OF OHIO                    )  
  )       SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2002, by Paul G. Jantsch, the President of Joseph Transportation, Inc., a Delaware corporation, on behalf of the corporation.

 Linda M. Baughman  
Notary Public  
My Commission expires: July 21, 2002

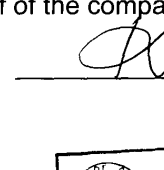
STATE OF OHIO                    )  
  )       SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2002, by James H. Goetz, the Executive Vice President & Chief Financial Officer of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

 Linda M. Baughman  
Notary Public  
My Commission expires: July 21, 2002

STATE OF OHIO                    )  
  )       SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 12 day of April, 2002, by Peter J. Dess, a Management Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

 Kristi Ellis  
Notary Public  
My Commission expires: 11/15/03



## **EXHIBIT A**

To the Memorandum of Assignment, Assumption and Amendment Agreement dated March 20, 2002, among Joseph Transportation, Inc., The David J. Joseph Company, and Joseph Leasing Ltd.

### **DESCRIPTION OF UNITS**

One hundred fifteen (115) railcars bearing reporting marks as follows:

DJJX 19000  
DJJX 19002-19020  
DJJX 19022-19031  
DJJX 19033-19040  
DJJX 19042, DJJX 19044  
DJJX 19047-19048  
DJJX 19050-19052  
DJJX 19054-19057  
DJJX 19060-19064  
DJJX 19067, DJJX 19070  
DJJX 19072-19073  
DJJX 19075-19078  
DJJX 19080-19083  
DJJX 19085-19089  
DJJX 19092-19098  
DJJX 19100-19101  
DJJX 19103, DJJX 19106, DJJX 19108, DJJX 19110  
DJJX 19113-19115  
DJJX 19117-19125  
DJJX 19127-19129  
DJJX 19171  
DJJX 19178-19192